

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

HVI CAT CANYON, INC.,

Debtor.

Chapter 11 Case

Case No. 19-12417 (MEW)

**[PROPOSED] ORDER PURSUANT TO 11 U.S.C. §§ 105 AND 363 AUTHORIZING  
AND APPROVING DEBTOR’S PRIVATE SALE OF REDU ASSET PURSUANT TO  
AGREEMENT OF SALE AND PURCHASE BETWEEN DEBTOR AND REDU  
HOLDINGS, LLC**

UPON the Motion dated August 27, 2019 (“Sale Motion”), of HVI Cat Canyon, Inc., debtor and debtor-in-possession (“Debtor”), by its proposed counsel, Weltman & Moskowitz, LLP, seeking entry of an Order pursuant to sections 105 and 363 of title 11 of the United States Code (“Bankruptcy Code”), Rules 2002 and 6004 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rules”) and Rule 6004-1 of the Court’s Local Bankruptcy Rules, approving and authorizing the Agreement of Sale and Purchase, dated August 19, 2019, between Debtor and REDU Holdings, LLC (“Purchase Agreement”), a copy of which is annexed as Exhibit A to the Sale Motion; for the private sale of all of Debtor’s right, title and interest in the REDU Asset<sup>1</sup>, free and clear of all liens, claims and encumbrances, if any, with such liens, claims and encumbrances to attach to the proceeds of sale, together with such other and further relief as this Court deems just and proper; and a hearing to consider the Sale Motion having been held on September \_\_\_\_, 2019 (“Hearing”); and upon the record of the Hearing, which is incorporated by reference herein; and the Court having found that the relief requested in the Sale Motion is in the best interests of Debtor’s estate and creditors; and upon the Affidavit of Service of the Sale Motion filed with this Court; and this Court having entered an Order Scheduling Hearing on Shortened Notice, dated August \_\_\_\_, 2019 (“Order Scheduling Hearing”); and the Court having found that service of the

<sup>1</sup> Capitalized terms herein shall have the same meaning ascribed to them in the Sale Motion unless otherwise defined herein.

Sale Motion and the Order Scheduling Hearing was good and sufficient notice of the relief requested in the Motion and that no other notice of the Sale Motion is necessary or required; and good and sufficient cause having been shown; it is hereby

**ORDERED**, that the relief requested in the Sale Motion is granted; and it is further

**ORDERED**, that Debtor is authorized to execute the Purchase Agreement and the Purchase Agreement is approved; and it is further

**ORDERED**, pursuant to Bankruptcy Code section 363, Debtor is authorized and empowered to sell all of the estate's right, title and interest in and to the REDU Asset to Buyer, REDU Holdings, LLC, by private sale, in accordance with the Purchase Agreement, free and clear of all liens, claims and encumbrances, with such liens, claims and encumbrances, attaching to the proceeds of sale in the priority and validity as they presently exist; and it is further

**ORDERED**, that the proceeds of sale of the REDU Asset shall be held by Debtor until further order of this Court; and it is further

**ORDERED**, that in the absence of a stay pending appeal, if Buyer, REDU Holdings, LLC, fully performs under the terms of the Purchase Agreement at any time on or after the entry of this Order, then the parties shall be entitled to the protection of Bankruptcy Code section 363(m); and it is further

**ORDERED**, that the sale approved by this Order is not subject to avoidance, pursuant to Bankruptcy Code section 363(n); and it is further

**ORDERED**, that Debtor is authorized to undertake such actions, execute such documents and expend such funds as may be necessary to effectuate the terms and conditions of this Order.

DATED: New York, New York  
\_\_\_\_\_, 2019

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HONORABLE MICHAEL E. WILES  
UNITED STATES BANKRUPTCY JUDGE